

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Smith Jeffrey S</u> (Last) (First) (Middle) <u>2202 NORTH WEST SHORE BLVD</u> <u>SUITE 500</u> (Street) <u>TAMPA</u> <u>FL</u> <u>33607</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Bloomin' Brands, Inc. [BLMN]</u> 3. Date of Earliest Transaction (Month/Day/Year) <u>04/25/2016</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP&Pres Outback Steakhouse</u> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	04/25/2016		F		1,710 ⁽¹⁾	D	\$0	44,099	D	
Common Stock	04/25/2016		A		6,250 ⁽²⁾	A	\$0	50,349	D	
Common Stock	04/25/2016		F		1,710 ⁽³⁾	D	\$0	48,639 ⁽⁴⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	\$0.0						(5)	(6)	Common Stock	18,047		18,047	D	
Stock Option (right to buy)	\$6.5						(7)	04/06/2020	Common Stock	249,000		249,000	D	
Stock Option (right to buy)	\$17.15						(8)	02/25/2026	Common Stock	42,070		42,070	D	
Stock Option (right to buy)	\$17.4						(9)	02/26/2023	Common Stock	43,409		43,409	D	
Stock Option (right to buy)	\$25.32						(10)	02/27/2024	Common Stock	29,157		29,157	D	
Stock Option (right to buy)	\$25.36						(11)	02/26/2025	Common Stock	42,280		42,280	D	

Explanation of Responses:

1. These shares were withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock.

2. Represent shares of common stock acquired upon vesting of certain performance-based share units as a result of achievement of performance goals.
3. Represents shares of common stock withheld by the issuer to pay for the applicable withholding tax due upon vesting of certain performance-based share units.
4. Certain of these shares represent restricted stock units issued under a Bloomin' Brands, Inc. stock plan and are subject to a risk of forfeiture. Of such shares, 6,250 continue to be subject to forfeiture under the plan as of the date of this filing.
5. These restricted stock units vest in four equal annual installments beginning on February 25, 2017.
6. This field is not applicable.
7. This stock option is a replacement stock option and is fully vested.
8. This stock option vests in four equal annual installments beginning on February 25, 2017.
9. This stock option vests in four equal annual installments beginning on February 26, 2014.
10. This stock option vests in four equal annual installments beginning on February 27, 2015.
11. This stock option vests in four equal annual installments beginning on February 26, 2016.

Remarks:

/s/ Kelly Lefferts, as Attorney-in-Fact 04/26/2016

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.